

7924-C

RECORDATION NO. .... Filed & Recorded

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AMENDMENT

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT dated as of May 15, 1975, to that certain Agreement and Indenture (Security Agreement) dated as of March 15, 1975, between United States Railway Leasing Company and Continental Illinois National Bank and Trust Company of Chicago, Trustee.

WITNESSETH, THAT:

WHEREAS, United States Railway Leasing Company ("Company") and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee") have heretofore entered into that certain Agreement and Indenture (Security Agreement) dated as of March 15, 1975 (the "Indenture") recorded with the Interstate Commerce Commission on May 12, 1975, as Recordation No. 7924, providing for the issuance of the Company's 10-3/4% Equipment Promissory Notes, Issue U, in the aggregate principal amount of \$2,822,000.00; and

WHEREAS, the Notes are to be repaid in 59 consecutive quarterly installments as agreed between the purchaser thereof and the Company, but the Indenture incorrectly provides for repayment thereof in 60 quarterly installments; and

WHEREAS, the Trustee and the Company wish to correct this inaccuracy.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Paragraph A of Section 3.1 of the Indenture is amended by deleting therefrom clauses (b) and (c) in their entirety and substituting therefor the following:

(b) 18 equal consecutive installments, including principal and interest, each in the amount of \$43,500, payable quarterly on the 15th day of April, July, October and January in each year commencing July 15, 1985 to and including October 15, 1989, and

(c) a final installment on January 15, 1990 in an amount equal to the entire principal and interest remaining unpaid as of said date.

2. Exhibit C to the Indenture is amended by deleting from the first paragraph thereof clauses (ii) and (iii) in their entirety and substituting therefor the following:

(ii) 18 equal consecutive installments, including principal and interest, each in the amount of , payable quarterly on the 15th day of April, July, October and January in each year commencing July 15, 1985 to and including October 15, 1989, and

(iii) a final installment on January 15, 1990, in an amount equal to the entire principal and interest remaining unpaid as of said date.

3. All the other terms and provisions of the Indenture shall remain in full force and effect, and the Indenture as hereby amended is ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to be duly executed by their respective corporate officers thereunto duly authorized and their respective corporate seals to be hereunto affixed and attested, all as at the day, month and year first above written.

UNITED STATES RAILWAY LEASING  
COMPANY

By *C. Richard Barry*  
Vice President

ATTEST:

By *Paul P. Heale*  
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO, AS  
TRUSTEE

By *Robert J. Woodard*  
Second Vice President

ATTEST:

By *Deems J. Hart*  
Trust Officer

STATE OF ILLINOIS)  
 ) SS.  
COUNTY OF C O O K)

On this 27th day of May, 1975, before me personally appeared Richard Arney and Paul R. Leek to me personally known, who being by me duly sworn, say that they are, respectively, the Vice President and Assistant Secretary of UNITED STATES RAILWAY LEASING COMPANY, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marshall D. Anderson  
Notary Public

My Commission expires

June 11, 1975

STATE OF ILLINOIS)  
 ) SS.  
COUNTY OF C O O K)

On this 15<sup>th</sup> day of July, 1975, before me personally appeared Robert F. J. Vondrasek and DENIS R. HART to me personally known, who being by me duly sworn, say that they are, respectively, the Vice President and <sup>SECOND</sup> ~~Operations Officer~~ <sup>TRUST OFFICER</sup> of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

R. S. Donovan  
Notary Public

R. S. Donovan

My Commission expires

April 26, 1976